

**Listing of Claims with Proposed Amendments:**

1. (currently amended) A display device comprising:  
a frame member having an internal section and a front face comprising at least three vertical panels lying along a front plane and spaced apart from each other to form a plurality of gaps therein; and  
at least one rotating member two rotating members mounted to the frame member and each rotating member comprising a rack which rotates a plurality of continuous even surface panels that rotate via a central axis and which supports support a plurality of picture frame pieces; and,  
wherein the central axis of said at least two rotating members lies within a back plane and each of said plurality of gaps in said front face is occupied by one of said rotating members that can be rotated to a position to form a substantially contiguous wall with said front face.
2. (previously presented) The device of Claim 1 wherein the picture frame pieces are supported by hook and loop fasteners.
3. (currently amended) A display device comprising:  
a frame housing having a planar front surface with a plurality of internal vertical open sections formed therein;  
a plurality of rotating panel members comprising a plurality of continuous even surface panels, each of said plurality of rotating panel members which is situated within an internal section and each of which rotates relative to a central axis; and  
fasteners for affixing picture frame molds to the rotating panel member; and,  
wherein the central axis of said plurality of rotating panel members lies within a back plane and each of said internal open sections can be rotated to a position to form a substantially contiguous wall with said front surface of the frame housing.
4. (original) The display device of Claim 3 wherein the plurality of rotating panel members comprises an “x-shaped” composite of four members.

5. (currently amended) A display device comprising:  
a frame housing having a planar outer surface with a plurality of internal vertical open sections;  
a plurality of rotating panel members having an “x shape,” each of which is “x shape”  
and comprising a plurality of continuous even surface panels, each of said plurality of rotating  
panels members situated within an internal section and each of which rotates relative to a central axis;  
fasteners for affixing picture frame molds to the rotating panel member and at least a portion of the picture frame molds removably affixed to the outer surface of the frame housing;  
and  
~~at least one additional wall surface proximate to the rotating panel member having at least a portion of the picture frame molds removably affixed thereto~~  
wherein the central axis of said plurality of rotating panels members lies within a back plane and each of said open sections occupied by one of said rotating panel members that can be rotated to a position to form a substantially contiguous wall in said outer surface.

6. (previously presented) The display device of claim 1 further comprising at least three of the rotating members in tandem and equidistantly spaced apart from one another.

7. (currently amended) The display device of claim 1, the at least one of said rotating member members comprising a column that is x-shaped in cross-section.

8. (currently amended) The display device of claim 1, wherein the picture frame pieces are removably attached to the front face of the frame member.

9. (previously presented) The display device of claim 1, wherein one of the rotating members is equidistantly spaced between two other of the rotating members.

10. (currently amended) The display device of claim 1, wherein the front plane is parallel to the back plane ~~a vertical panel divides two of the rotating members and the picture frame pieces are attached to the vertical panel.~~

11. (currently amended) The display device of claim 1, wherein the central axis of at least three of the rotating members lie within ~~a single~~ the back plane.

12. (currently amended) The display device of claim 1, the fasteners comprising hook and loop fasteners mounted to the picture frame mold members and the rotating panel members member.

13. (previously presented) The display device of claim 3, wherein one of the rotating members is equidistantly spaced between two of the rotating members.

14. (currently amended) The display device of claim 3, wherein the planar front surface of the frame housing is parallel to the back plane ~~a vertical panel divides two of the rotating panel members and the picture frame molds are attached to the vertical panel.~~

15. (currently amended) The display device of claim 3, wherein the central axis of at least three of the rotating members lie within ~~a single~~ the back plane.

16. (previously presented) The display device of claim 3, the fasteners comprising hook and loop fasteners mounted to the picture frame molds and the rotating panel member.

17. (previously presented) The display device of claim 5, wherein one of the rotating panel members is equidistantly spaced between two of the rotating panel members.

18. (currently amended) The display device of claim 5, wherein the planar outer surface of the frame housing is parallel to the back plane ~~a vertical panel divides two of the rotating panel members and picture frame molds are attached to the vertical panel.~~

19. (currently amended) The display device of claim 5, wherein the central axis of at least three of the rotating panel members lie within ~~a single~~ the back plane.

20. (previously presented) The display device of claim 5, the fasteners comprising hook and loop fasteners mounted to the picture frame molds and the rotating panel member.

21. (cancelled) The display device of claim 3, wherein the frame and the rotating panel members form a substantially contiguous front wall.

22. (cancelled) The display device of claim 5, wherein the frame and the rotating panel members form a substantially contiguous front wall.